

United States Bankruptcy Court
Eastern District of Virginia

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Patriot Coal Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Patriot Coal Corporation Midwest	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all): 20-5622045	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 63 Corporate Centre Drive Scott Depot, WV	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 25560	ZIP CODE
County of Residence or of the Principal Place of Business: Putnam County	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE	

Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check one box.)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13
<input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors	Tax-Exempt Entity (Check box, if applicable.)	Nature of Debts (Check one box.)
Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box.)	Chapter 11 Debtors
<input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>).
	Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information											THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.											
Estimated Number of Creditors (on a consolidated basis)											
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input checked="" type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000		
Estimated Assets (on a consolidated basis)											
<input type="checkbox"/> \$0- to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion		
Estimated Liabilities (on a consolidated basis)											
<input type="checkbox"/> \$0- to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion		

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Patriot Coal Corporation	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: Eastern District of Missouri	Case Number: 12-51502	Date Filed: July 9, 2012	
Location Where Filed: Southern District of New York	Case Number: 12-12900	Date Filed: July 9, 2012	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Schedule 1	Case Number:	Date Filed:	
District: Eastern District of Virginia	Relationship:	Judge:	
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. (See attached Exhibit C).			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor - Venue			
(Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
(Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord that obtained judgment) _____			
(Address of landlord) _____			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Patriot Coal Corporation
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. <input type="checkbox"/> If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7 I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. <input type="checkbox"/> If no attorney represents me and no bankruptcy petition preparer signs the petition I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney)</p> <p>Date</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
Signature of Attorney* <p>X <u>/s/ Michael A. Condyles</u> Signature of Attorney for Debtor(s) Michael A. Condyles Printed Name of Attorney for Debtor(s) Kutak Rock LLP Firm Name Bank of America Center 1111 East Main Street, Suite 800 Richmond, Virginia 23219 Address (804) 343-5227 Telephone Number May 12, 2015 Date</p> <p>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>		Signature of Non-Attorney Bankruptcy Petition Preparer <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form of each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

[If, to the best of the debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit "C" to the petition.]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)
PATRIOT COAL CORPORATION,) Chapter 11
Debtor.)
) Case No. 15-_____ (____)
) (Joint Administration Requested)
)

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The above-captioned debtor (the "Debtor") does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. The Debtor notes that it is not aware of any definition of "imminent and identifiable harm" as used in this form.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor that pose or are alleged to pose a threat of imminent and identifiable harm to the public health or safety. The Debtor notes that it is not aware of any definition of "imminent and identifiable harm" as used in this form.

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in this court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Patriot Coal Corporation.

Emerald Processing, L.L.C. (6524)
Kanawha Eagle Coal, LLC (9926)
Patriot Coal Corporation (2045)
Apogee Coal Company, LLC (2865)
Appalachia Mine Services, LLC (0233)
Black Stallion Coal Company, LLC (7792)
Brody Mining, LLC (0610)
Catenary Coal Company, LLC (5836)
Central States Coal Reserves of Kentucky, LLC (0681)
Colony Bay Coal Company LLC (4613)
Corydon Resources LLC (3790)
Coyote Coal Company LLC (6141)
Dodge Hill Mining Company, LLC (8899)
Eastern Associated Coal, LLC (5516)
Eastern Royalty, LLC (8759)
Gateway Eagle Coal Company, LLC (6908)
Grand Eagle Mining, LLC (0622)
Heritage Coal Company LLC (6920)
Highland Mining Company, LLC (9675)
Hillside Mining Company LLC (5451)
Hobet Mining, LLC (6083)
Jupiter Holdings LLC (8670)
Kanawha River Ventures III, LLC (6617)
Little Creek LLC (1764)
Midland Trail Energy LLC (9024)
Midwest Coal Resources II, LLC (0003)
Mountain View Coal Company, LLC (4206)
Panther LLC (3722)
Patriot Coal Company, L.P. (8748)
Patriot Coal Holdings I LLC (4872)
Patriot Coal Holdings II LLC (2361)
Patriot Coal Sales LLC (2530)
Patriot Coal Services LLC (9485)
Patriot Leasing Company LLC (9264)
Patriot Midwest Holdings, LLC (0400)
Patriot Reserve Holdings, LLC (5596)
Patriot Ventures LLC (5661)
Pine Ridge Coal Company, LLC (7187)
Remington LLC (3721)
Rhino Eastern JV Holding Company LLC (6329)
Rivers Edge Mining LLC (8371)
Robin Land Company, LLC (0125)
Speed Mining LLC (2194)
Thunderhill Coal LLC (9813)
Wildcat Energy LLC (9955)
Wildcat, LLC (3526)
Will Scarlet Properties LLC (3074)
WWMV JV Holding Company LLC (2570)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)
) Chapter 11
)
PATRIOT COAL CORPORATION,) Case No. 15-[_____] (____)
)
Debtor.)
)

**CONSOLIDATED LIST OF CREDITORS HOLDING THE
30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The following is a consolidated list of the Debtors’ creditors holding the thirty largest unsecured claims (the “Creditor List”) based on the Debtors’ unaudited books and records as of the petition date. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the chapter 11 case.

The Creditor List does not include (i) persons who come within the definition of “insider” set forth in section 101(31) of the Bankruptcy Code or (ii) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty largest unsecured claims. The information contained herein does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim at a later date.

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (<i>bond debt, trade debt, bank loan, government contracts, etc.</i>)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (<i>if secured, also state value of security</i>)
1.	Peabody Investments Corp Attn: Alexander Schooch, Exec VP and CLO 701 Market Street St. Louis, MO 63101 Tele: 314-342-3400 Email: info@peabodyenergy.com	Trade Debt		\$4,862,394.81

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
2.	Joy Global Underground Attn Sean Major-General Counsel P.O. Box 504794 St. Louis, MO 63150-4794 Tele: 724-779-4500 Fax: 724-779-4509 Email: webresponse@joyglobal.com	Trade Debt		\$4,556,186.31
3.	UMWA Health & Retirement Funds Attn: Legal Dept 160 Heartland Drive Beckley, WV 25801 Tele: 202-521-2200 Fax: 304-256-2604 Email: health1@umwafunds.org	Trade Debt		\$2,287,879.39
4.	Mine Safety & Health ADM Attn Kevin Stricklin-Administrator P.O. Box 790390 St. Louis, MO 63179-0390 Tele: 202-693-9400 Fax: 202-693-9501 Email: Stricklin.Kevin@dol.gov	Trade Debt		\$1,477,970.75
5.	Cecil I Walker Machinery Co Attn Monty Boyd P.O. Box 905258 Charlotte, NC 28290-5258 Tele: 304-949-6400 Fax: 304-683-3113	Trade Debt		\$1,379,924.43
6.	Suncrest Resources Attn: Keith Horton 7 Sheridan Square Suite 400 Kingsport, TN 37660 Tele: 423-723-0230	Trade Debt		\$1,229,306.92
7.	Phillips Machine Service Inc. Attn: Legal Dept 367 George St. Beckley, WV 25801 Tele: 304-255-0537 Fax: 304-255-0565 Email: webinquiry@phillipsmachine.com	Trade Debt		\$1,209,965.65

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
8.	Rish Equipment Co Attn Legal Dept P.O. Box 330 6384 Airport Rd. Bluefield, WV 24701 Tele: 304-752-9313 Tele: 304-380-0282 Fax: 304-752-9318	Trade Debt		\$1,016,034.07
9.	Shonk Land Company LLC Attn: Legal Dept 194 Summers St. Charleston, WV 25301 Tele: 304-344-2455 Fax: 304-344-2467	Trade Debt		\$965,672.10
10.	Alley Trucking LLC Attn Legal Dept 123 Little Mudlick Branch Belfry, KY 41514 Tele: 606-353-4422 Fax: 606-353-1270	Trade Debt		\$943,715.02
11.	SGS North America Inc. Attn Legal Dept PO Box 2502 Carol Stream, IL 60132 Tele: 270-827-1187 Fax: 270-826-0719	Trade Debt		\$902,871.74
12.	National Union Fire Insurance 175 Water Street New York, NY 10038 Tele: 212-770-7000 Email: Stephen.Bankenship@AIG.com	Trade Debt		\$897,383.13
13.	Jennmar Corporation Attn Legal Dept 258 Kappa Drive Pittsburgh, PA 15238 Tele: 412-963-9071 Fax: 412-963-9767 Email: lvalchar@jennmar.com	Trade Debt		\$849,768.08
14.	Jabo Supply Corp Attn Legal Dept PO Box 238 Huntington, WV 25707-0238 Tele: 304-736-8333 Fax: 304-736-8551 Email: kroach@jabosupply.com	Trade Debt		\$839,128.30

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
15.	Powell Construction Co Inc. Attn Legal Dept 3622 Bristol Highway Johnson City, TN 37601 Tele: 423-282-0111	Trade Debt		\$809,875.74
16.	Enviromine Inc. Attn Legal Dept PO Box 11716 Charleston, WV 25339 Tele: 304-552-3379 Fax: 888-248-5302 Email: office@enviromine.com	Trade Debt		\$787,988.41
17.	Strata Mine Services LLC Attn: Legal Dept 67925 Bayberry Drive St. Clairsville, OH 43950 Tele: 740-695-6880 Fax: 740-695-6883 Email: info@stratamineservices.com	Trade Debt		\$747,502.10
18.	United Central Industrial Supply Attn Legal Dept 1241 Volunteer Parkway Suite 1000 Bristol, TN 37620 Tele: 423-573-7300 Fax: 423-573-7297 Email: tsmith@unitedcentral.net	Trade Debt		\$736,042.89
19.	Rogers Petroleum Services Inc. Attn Legal Dept 348 Tollage Creek Pikeville, KY 41502 Tele: 606-432-1421 Fax: 606-432-3657 Email: henry@rogerspetroleum.com	Trade Debt		\$695,086.25
20.	GMS Mine Repair & Maintenance Attn Legal Dept 32 Enterprise Drive Mt-Lake Park, MD 21550 Tele: 301-334-8186 Fax: 301-334-8698 Email: gmspurchasing@gmsminerepair.com	Trade Debt		\$675,764.10

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
21.	Chisler Inc. Attn Legal Dept 153 BLUE GOOSE RD Fairview, WV 26570 Tele: 304-798-3202 Fax: 304-798-3211 Email: chisinc@westco.net	Trade Debt		\$669,802.45
22.	Natural Resource Partners L.P. Attn Legal Dept 601 Jefferson Street Suite 3600 Houston, TX 77002 Tele: 713-751-7507 Email: info@nrplp.com	Trade Debt		\$660,794.59
23.	Raleigh Mine & Industrial Attn Legal Dept PO Box 72 Mount Hope, WV 25880 Tele: 304-877-5503 Fax: 304-877-5684	Trade Debt		\$627,274.97
24.	Kanawha River Terminals, LLC Attn Butch Smith-CEO 100 Main and River St Ceredo, WV 25507 Tele: 304-526-0759 Fax: 304-526-0703	Trade Debt		\$603,814.05
25.	D-A Lubricant Company Attn Legal Dept 801 Edwards Drive Lebanon, IN 46052 Tele: 317-923-5321 Fax: 765-482-3065 Email: Mfarr@Dalube.com	Trade Debt		\$559,850.59
26.	Chisler Brothers Contracting LLC Attn Legal Dept 4607 Mason Dixon Hwy Prentress, WV 26544 Tele: 304-879-5511 Fax: 304-879-5012 Email: Chislerbros@Westco.net	Trade Debt		\$540,057.16

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
27.	Logan Corp Attn Legal Dept 20 McJunkin Road Nitro, WV 25143 Tele: 304-759-4800 Fax: 304-759-4817 Email: Hadkins@Logancorp.com	Trade Debt		\$536,877.49
28.	King's Tire Service Inc. Attn Sam King-Owner 6242 Airport Rd Bluefield, WV 24701 Tele: 304-325-0575 Fax: 304-325-0572	Trade Debt		\$491,018.82
29.	LML Properties c/o BB&T Wealth Management PO Box 1793 Charleston, WV 25326	Trade Debt		\$478,986.31
30.	The H A Robson Trust Thomas w Pettit, Edwin N Vinson & Richard Bolen, Trustees PO Box 53 Huntington, WV 25703	Trade Debt		\$410,407.33

**DECLARATION UNDER PENALTY
OF PERJURY CONCERNING CONSOLIDATED CREDITOR LIST**

I declare under the penalty of perjury that I have read the foregoing list of consolidated creditors holding the thirty largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: May 12, 2015

/s/ Joseph W. Bean

Joseph W. Bean

Senior Vice President - Law & Administration,
General Counsel, and Corporate Secretary

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Chapter 11
)
PATRIOT COAL CORPORATION,) Case No. 15-_____ (_____
)
Debtor.) (Joint Administration Requested)
)

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(3)**

Debtor	Name and Address of Equity Interest Holder	Percentage of Interests Held
Patriot Coal Corporation	Cede & Co (Fast Account) Po Box 20 Bowling Green Station New York NY 10004	100.00% of Accredited
Patriot Coal Corporation	Caspian HLSC1 LLC 767 Fifth Avenue Suite 4502 New York NY 10153	0.19% of Class A
Patriot Coal Corporation	Caspian SC Holdings, L.P. 767 Fifth Avenue 45th Floor, C/O Caspian Capital New York NY 10153	0.23% of Class A
Patriot Coal Corporation	Caspian Select Credit Master Fund, Ltd Cayman Financial Center 36a Dr Roy's Drive, 4th Floor George Town Grand Cayman KY1-1104 Cayman Islands	2.57% of Class A
Patriot Coal Corporation	Caspian Solitude Master Fund, L.P. Cayman Financial Center 36a Dr Roy's Drive, 4th Floor George Town Grand Cayman KY1-1104 Cayman Islands	0.11% of Class A
Patriot Coal Corporation	Cede & Co (Fast Account) Po Box 20 Bowling Green Station New York NY 10004	15.92% of Class A
Patriot Coal Corporation	Charles A Ebertino Jr 3694 Seaford Drive Columbus OH 43220	0.51% of Class A
Patriot Coal Corporation	Charles D Childers 4318 St Hwy 1056 Ransom KY 41558	0.06% of Class A

Debtor	Name and Address of Equity Interest Holder	Percentage of Interests Held
Patriot Coal Corporation	Dale F Lucha 274 Gentle Breeze Drive Chapmanville WV 25508	0.06% of Class A
Patriot Coal Corporation	Douglas R Fala 294 Wynterhall Lane Charleston WV 25309	0.07% of Class A
Patriot Coal Corporation	Eric R Waller 524 Hawksburry Lane Charleston WV 25302	0.06% of Class A
Patriot Coal Corporation	Franz Descendants Irrevoc Tr 2012 Uad 12/5/12 Robert C Franz Iii & Robert Platek Teees. 225 Greenwich Street New York NY 10007	0.37% of Class A
Patriot Coal Corporation	Gregory A Dotson Rt 1 Box 195g Chapmanville WV 25508	0.07% of Class A
Patriot Coal Corporation	Handle Consultants C/O Scotiamcleod 1002 Sherbrooke Street West Suite 1200 MONTREAL Quebec H3a 3l6 Canada	0.41% of Class A
Patriot Coal Corporation	James N Magro 8144 First Coast Hwy Unit 201 Fernandina Beach FL 32034	0.25% of Class A
Patriot Coal Corporation	Johnny R Jones 23 Coventry Road Charleston WV 25309	0.25% of Class A
Patriot Coal Corporation	Joseph G Evans 600 KentucKY Blvd Hazard KY 41701	0.12% of Class A
Patriot Coal Corporation	Joseph W Bean 435 Cheshire Farm Lane Saint Louis MO 63141	0.51% of Class A
Patriot Coal Corporation	Mariner LDC 68 Fort Street Butterfield House George Town Grand Cayman Cayman Islands	0.15% of Class A
Patriot Coal Corporation	Matthew G Cook 5 Eastcove Lane Charleston WV 25309	0.19% of Class A
Patriot Coal Corporation	Michael D Day 1265 Country Estates Road Danville WV 25053	0.68% of Class A
Patriot Coal Corporation	Michael J Luna 85 Saint Madeleine Ct O Fallon MO 63368	0.06% of Class A

Debtor	Name and Address of Equity Interest Holder	Percentage of Interests Held
Patriot Coal Corporation	Patriot Coal Corporation Rsp Warrants -See Company 18707- Attn: Head Of Relationship Management 6201-15th Avenue Brooklyn NY 11219	55.88% of Class A
Patriot Coal Corporation	R.W. Pressprich & Co Inc. 452 Fifth Avenue 12th Floor New York NY 10018	0.92% of Class A
Patriot Coal Corporation	R.W. Pressprich & Co Inc. 452 Fifth Avenue 12th Floor New York NY 10018	1.84% of Class A
Patriot Coal Corporation	Robert W Bennett 122 Mandy Drive Scott Depot WV 25560	0.75% of Class A
Patriot Coal Corporation	Ryan A Toler 1003 Anthony Drive Morgantown WV 26508	0.07% of Class A
Patriot Coal Corporation	Steve A Mccomas 263 Cindy Lane Danville WV 25053	0.06% of Class A
Patriot Coal Corporation	Super Caspian Cayman Fund Limited 89 Nexus Way Camana Bay Grand Cayman KY1-1205 Cayman Islands	0.11% of Class A
Patriot Coal Corporation	Torque Point Pcx LLC 105 Duane St Apt 37e New York NY 10007	16.97% of Class A
Patriot Coal Corporation	Yam Investments, LLC 254 Old Norwalk Road New Canaan Ct 6840	0.55% of Class A
Patriot Coal Corporation	Torque Point Pcx LLC 105 Duane St Apt 37e New York NY 10007	100.00% of Class B
Patriot Coal Corporation	Cede & Co (Fast Account) Po Box 20 Bowling Green Station New York NY 10004	100.00% of Rule 144-A
Patriot Coal Corporation	Bennett K Hatfield Po Box 2405 Charleston WV 25329	9.34% of Warrants
Patriot Coal Corporation	Cecil W Elkins Po Box 823 Uneeda MO 25205	0.49% of Warrants
Patriot Coal Corporation	Charles A Ebetino Jr 3694 Seaford Drive Columbus OH 43220	5.71% of Warrants

Debtor	Name and Address of Equity Interest Holder	Percentage of Interests Held
Patriot Coal Corporation	Charles A Ebetino Jr 3694 Seaford Drive Columbus OH 43220	6.59% of Warrants
Patriot Coal Corporation	Charles D Childers 4318 St Hwy 1056 Ransom KY 41558	0.44% of Warrants
Patriot Coal Corporation	Dale F Lucha 274 Gentle Breeze Drive Chapmanville WV 25508	1.10% of Warrants
Patriot Coal Corporation	David K Runyon 146 Rainbow Lane Hatfield KY 41514	0.66% of Warrants
Patriot Coal Corporation	Douglas R Fala 294 Wynterhall Lane South Charleston WV 25309	0.44% of Warrants
Patriot Coal Corporation	E Kent Hartsog 23 Country Villa Dr Hurricane WV 25526	1.32% of Warrants
Patriot Coal Corporation	Gregory A Boggs 4628 Jared Court Catlettsburg KY 41129	1.32% of Warrants
Patriot Coal Corporation	Gregory A Dotson Rt 1 Box 195g Chapmanville WV 25508	0.44% of Warrants
Patriot Coal Corporation	Gregory A Ross 308 Pine Dr Wayne WV 25570	0.49% of Warrants
Patriot Coal Corporation	James R Clendenen 102 Clendenen Lane Po Box 128 Racine WV 25165	0.49% of Warrants
Patriot Coal Corporation	John E Lushefski 622 Forest Court Unit 4 South Clayton MO 63105	9.23% of Warrants
Patriot Coal Corporation	John E Lushefski 622 Forest Court Unit 4 South Clayton MO 63105	7.91% of Warrants
Patriot Coal Corporation	John Eagan 14 Cottonwood Drive Elkview WV 25071	0.49% of Warrants
Patriot Coal Corporation	Johnny R Jones 23 Coventry Road South Charleston WV 25309	2.64% of Warrants
Patriot Coal Corporation	Johnny R Jones 23 Coventry Road South Charleston WV 25309	1.32% of Warrants
Patriot Coal Corporation	Joseph G Evans 600 KentucKY Blvd Hazard KY 41701	0.88% of Warrants

Debtor	Name and Address of Equity Interest Holder	Percentage of Interests Held
Patriot Coal Corporation	Joseph R Beckerle 11944 Sackston Ridge Dr Creve Coeur MO 63141	0.66% of Warrants
Patriot Coal Corporation	Joseph W Bean 435 Cheshire Farm Lane Town And Country MO 63141	3.74% of Warrants
Patriot Coal Corporation	Joseph W Bean 435 Cheshire Farm Lane Town And Country MO 63141	5.60% of Warrants
Patriot Coal Corporation	Kent R Desrocher Hc 74 Box 3013 Chapmanville WV 25508	0.66% of Warrants
Patriot Coal Corporation	Kevin Baker 1778 Smith Rd Charleston WV 25314	0.66% of Warrants
Patriot Coal Corporation	Mark K Phillips 633 Castle Meadows Ct Ballwin MO 63021	0.49% of Warrants
Patriot Coal Corporation	Matthew G Cook 5 Eastcove Lane South Charleston WV 25309	1.98% of Warrants
Patriot Coal Corporation	Matthew G Cook 5 Eastcove Lane South Charleston WV 25309	1.98% of Warrants
Patriot Coal Corporation	Michael D Day 1265 Country Estates Road Danville WV 25053	6.59% of Warrants
Patriot Coal Corporation	Michael D Day 1265 Country Estates Road Danville WV 25053	7.91% of Warrants
Patriot Coal Corporation	Michael E Duvall 2722 Lakeview Dr Saint Albans WV 25177	0.66% of Warrants
Patriot Coal Corporation	Paul A Schnapp 661 Carman Meadows Drive Ballwin MO 63021	0.66% of Warrants
Patriot Coal Corporation	Robert W Bennett 122 Mandy Drive Scott Depot WV 25560	6.59% of Warrants
Patriot Coal Corporation	Robert W Bennett 122 Mandy Drive Scott Depot WV 25560	7.91% of Warrants
Patriot Coal Corporation	Robert W Bosch 3610 Canyon Drive Evansville In 47711	0.66% of Warrants
Patriot Coal Corporation	Ryan A Toler 309 Dolaron Lane Louth Charleston WV 25309	0.44% of Warrants

Debtor	Name and Address of Equity Interest Holder	Percentage of Interests Held
Patriot Coal Corporation	Ryan T Adkins 8374 Daventry Court Powell OH 43065	0.49% of Warrants
Patriot Coal Corporation	Stephanie L Ojeda 1510 Barberry Lane Charleston WV 25314	0.49% of Warrants
Patriot Coal Corporation	Steve A Mccomas 263 Cindy Lane Danville WV 25053	0.33% of Warrants
Patriot Coal Corporation	Terry G Hudson 157 Quarterhorse Trail PO Box 157 Flat Top WV 25841	0.16% of Warrants

**DECLARATION UNDER PENALTY OF PERJURY
CONCERNING LIST OF EQUITY SECURITY HOLDERS**

I declare under the penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: May 12, 2015

/s/ Joseph W. Bean

Joseph W. Bean

Senior Vice President - Law & Administration,
General Counsel, and Corporate Secretary

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)
PATRIOT COAL CORPORATION) Chapter 11
Debtor.) Case No. 15-_____ (_____
) (Joint Administration Requested)
)

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Debtor	Name and Address of Equity Interest Holder	Percentage of Interests Held
Patriot Coal Corporation	Cede & Co (Fast Account) Po Box 20 Bowling Green Station New York NY 10004	100.00% of Accredited
Patriot Coal Corporation	Cede & Co (Fast Account) Po Box 20 Bowling Green Station New York NY 10004	15.92% of Class A
Patriot Coal Corporation	Patriot Coal Corporation Rsp Warrants -See Company 18707- Attn:Head Of Relationship Management 6201-15th Avenue Brooklyn NY 11219	55.88% of Class A
Patriot Coal Corporation	Torque Point Pcx LLC 105 Duane St Apt 37e New York NY 10007	16.97% of Class A
Patriot Coal Corporation	Torque Point Pcx LLC 105 Duane St Apt 37e New York NY 10007	100.00% of Class B
Patriot Coal Corporation	Cede & Co (Fast Account) Po Box 20 Bowling Green Station New York NY 10004	100.00% of Rule 144-A

DECLARATION UNDER PENALTY OF PERJURY

I, Joseph W. Bean, the undersigned authorized signatory of Patriot Coal Corporation, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: May 12, 2015

/s/ Joseph W. Bean

Joseph W. Bean

Senior Vice President - Law & Administration,
General Counsel, and Corporate Secretary

PATRIOT COAL CORPORATION

CERTIFICATE

MAY 11, 2015

The undersigned, Joseph W. Bean, as Senior Vice President - Law & Administration, General Counsel, and Corporate Secretary, of Patriot Coal Corporation, a Delaware corporation (the "Company"), hereby certifies as follows:

1. I am the duly qualified and elected Senior Vice President - Law & Administration, General Counsel, and Corporate Secretary of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copy of the resolutions of the board of directors of the Company (the "Board of Directors"), duly adopted at a properly convened meeting of the Board of Directors on May 11, 2015, in accordance with the bylaws of the Company.
3. Such resolutions have not been amended, altered, annulled, rescinded, or revoked and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board of Directors relating to the matters set forth in the resolution attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first written above.

By:

Name: Joseph W. Bean

Title: Senior Vice President - Law & Administration,
General Counsel, and Corporate Secretary

PATRIOT COAL CORPORATION

RESOLUTIONS OF THE BOARD OF DIRECTORS

May 11, 2015

The members of the board of directors (the “Board of Directors”) of Patriot Coal Corporation, a Delaware corporation (the “Company”), hereby take the following actions and adopt the following resolutions, pursuant to the Company’s bylaws (the “Bylaws”) and the applicable laws of the jurisdiction in which the Company is organized:

WHEREAS, the Board of Directors has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s businesses, creditors, and other parties in interest; and

WHEREAS, the Board of Directors has had the opportunity to consult with the Company’s management team and the financial and legal advisors to the Company and fully consider each of the strategic alternatives available to the Company.

I. Chapter 11 Filing

NOW, THEREFORE, BE IT, RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, and other parties in interest that the Company file or cause to be filed a voluntary petition for relief (the chapter 11 cases to be commenced by such voluntary petition, and the cases to be commenced by the voluntary petitions to be filed by certain of the Company’s direct and indirect subsidiaries, collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”); and

FURTHER RESOLVED, that the Chief Executive Officer, the Chief Restructuring Officer, the Chief Financial Officer, the Chief Operating Officer, and the General Counsel of the Company and any other person as may be designated by the Board of Directors (collectively, the “Authorized Officers”) of the Company, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings, and other papers or documents as necessary to commence the Chapter 11 Cases and obtain chapter 11 relief, and to take any and all further acts and deeds that the Authorized Officers deem necessary or proper to obtain such relief, including, without limitation, any action necessary to facilitate the administration of the Chapter 11 Cases.

II. Retention of Professionals

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy and corporate counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings and actions as may be necessary or desirable; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Kutak Rock LLP as co-counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings and actions as may be necessary or desirable; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Kutak Rock LLP;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Centerview Partners LLC as investment bankers to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Centerview Partners LLC;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC to provide the Company with a Chief Restructuring Officer, who shall be Ray Dombrowski, along with additional personnel, as restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute

appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Alvarez & Marsal North America, LLC;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Prime Clerk LLC as notice and claims agent and administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of the Prime Clerk LLC; and

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary or advisable.

III. Financing and Adequate Protection

RESOLVED, that in connection with the commencement of the chapter 11 case, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, is authorized and directed to seek approval of a cash collateral and debtor in possession financing order in interim and final form (a "Financing Order"), and any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary to implement the Financing Order, as well as any additional or further agreements for the use of cash collateral or to obtain financing in connection with the Company's chapter 11 case, which agreement(s) may require the Company to grant liens to the Company's existing lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized, directed and empowered in the name of, and on behalf of, the Company to take all such further actions, including, without limitation, to pay or

approve the payment of all fees and expenses payable in connection with the transactions contemplated by the Financing Order or other transactions related to financing in connection with the chapter 11 cases, and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the applicable documents, which shall in their reasonable business judgment be necessary, proper, or advisable to perform the Company's obligations under or in connection therewith and to fully carry out the intent of the foregoing resolutions; and

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of any of the documents related to the Financing Order or to do such other things which shall in their sole judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his or their execution thereof.

IV. Further Actions and Prior Actions

RESOLVED, that each of the Authorized Officers are hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, complaints, applications for approvals or ruling of governmental or regulatory authorities, certificates, or other documents, and to take such other action, as in the judgment of such Authorized Officer shall be or become necessary, proper, and desirable to effectuate a successful restructuring of the Company's business, including without limitation any action necessary to maintain the ordinary course operation of the Company's businesses;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any of the Authorized Officers of the Company or any of the professionals to seek relief on behalf of the Company under the Bankruptcy Code or in connection with the chapter 11 case, or any matter or proceeding related thereto, be and hereby are adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered for, in the name of and on behalf of the Company to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

FURTHER RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on

behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.
